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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

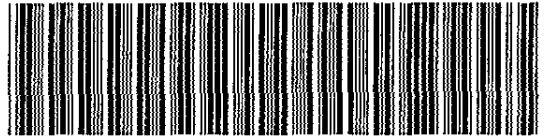
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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03 JUL 22 AM 9:01
TALLAHASSEE, FLORIDA
STATE

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July 22, 2003

VIA HAND DELIVERY

Florida Secretary of State
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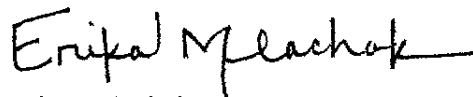
Re: Capital Plaza Partners, Ltd., Certificate of Limited Partnership

Dear Sir or Madam:

Enclosed herein please find the Certificate of Limited Partnership of Capital Plaza Partners, Ltd., and a check in the amount of \$1,785.00 representing the filing fee. Please contact me as soon as the certified copy is ready to be picked up.

Thank you for your assistance. Should you have any questions concerning this matter, please contact my office.

Very truly yours,



Erika Mlachak
Legal Assistant to Walter H. Wolfe, Jr.

FOLEY & LARDNER
106 EAST COLLEGE AVENUE, SUITE 900
TALLAHASSEE, FLORIDA 32301-7732

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EMAIL ADDRESS
emlachak@foleylaw.com

CLIENT/MATTER NUMBER
025169-0106

Tall142029.1

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CAPITAL PLAZA PARTNERS, LTD.,
a Florida limited partnership**

03 JUL 22 AM 9:07
FILED
TALLAHASSEE, FLORIDA

The undersigned General Partner desiring to form a Limited Partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Limited Partnership is CAPITAL PLAZA PARTNERS, LTD. (the "Partnership").
2. The mailing address and the address of the business office of the Partnership is:

1018 Thomasville Road
Suite 200-A
Tallahassee, Florida 32303
3. The name and address of the agent for service of process upon the Partnership are:

E. Edward Murray, Jr.
1018 Thomasville Road
Suite 200-A
Tallahassee, Florida 32303
4. The name and business address of the General Partner of the Partnership are:

TALCOR Properties, LLC
1018 Thomasville Road
Suite 200-A
Tallahassee, Florida 32303

L03000026896
5. The latest date upon which the Partnership will dissolve is July 31, 2033.
6. The execution of this Certificate of Limited Partnership by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the General Partner of Capital Plaza Partners, Ltd., this 17th day of July, 2003.

TALCOR PROPERTIES, LLC
a Florida limited liability company

By _____

E. Edward Murray, Jr.
As Managing Member

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
JUL 22 AM 9:01
TALMADGE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEON

The undersigned, constituting the general partner of Capital Plaza Partners, Ltd., certifies as follows:

The amount of capital contributions to date of the limited partners is \$-0-.

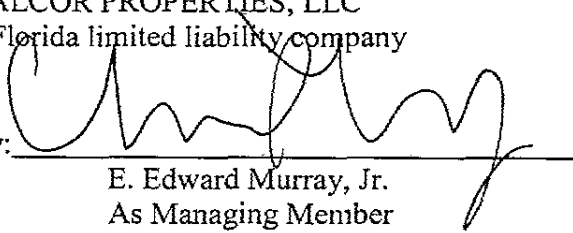
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,800,000.00.

Executed this 17~~th~~ day of July, 2003.


FURTHER AFFIANT SAYETH NOT.

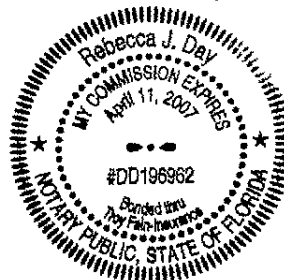
Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

TALCOR PROPERTIES, LLC
a Florida limited liability company

By: 
E. Edward Murray, Jr.
As Managing Member

SWORN TO AND SUBSCRIBED before me the undersigned authority this 17~~th~~ day of July, 2003, by E. Edward Murray, Jr, as Managing Member of TALCOR PROPERTIES, LLC, a Florida limited liability company, on behalf of the company, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC
My Commission Expires: April 11, 2007



**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 620.105, Florida Statutes, the undersigned limited partnership, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

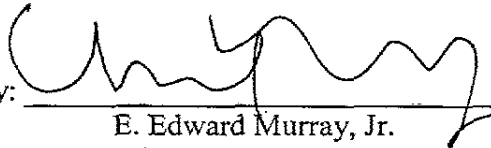
- LTD.
1. The name of the limited partnership is CAPITAL PLAZA PARTNERS,
 2. The name and address of the registered agent and office is:

E. Edward Murray, Jr.
1018 Thomasville Road, Suite 200-A
Tallahassee, Florida 32303

DATED: July 17th, 2003.

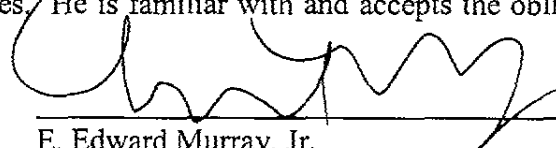
CAPITAL PLAZA PARTNERS, LTD.

By: TALCOR Properties, LLC,
As Its General Partner

By: 
E. Edward Murray, Jr.
As Its Managing Member

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Capital Plaza Partners, Ltd., at the place designated in the above Certificate of Limited Partnership, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties. He is familiar with and accepts the obligations of a registered agent.


E. Edward Murray, Jr.

Date: July 17th, 2003

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